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MAY 8 1996

May 8, 1996

FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF SECRETARY

William F. Caton  
Secretary  
Federal Communications Commission  
1919 M Street, N.W.  
Washington, D.C. 20554

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Re: Bartholdi Cable Co. Inc.  
WT Docket No. 96-41

Dear Mr. Caton:

On May 7, 1996, Bartholdi Cable Co., Inc. ("Bartholdi") filed an "Opposition to Motion to Enlarge" in the above-captioned docket. Attached for association with that document is the signed original declaration of Peter O. Price.

Thank you for your attention to this matter.

Respectfully submitted,

*Michael K. Baker*

Michael K. Baker

MKB:dlf  
Attachs.

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DECLARATION OF PETER O. PRICE

I, Peter O. Price, hereby declare, under penalty of perjury, as follows:

1. I am President of Bartholdi Cable Company, Inc., formerly known as Liberty Cable Company, Inc. ("Liberty").
2. Pursuant to an asset purchase agreement entered into February 20, 1996, Freedom New York, L.L.P. ("Freedom") acquired certain assets from Liberty, including Liberty's existing subscribers, certain assumed contracts, certain equipment and property interests used for the delivery of multichannel video programming, as well as the name "Liberty" and other intellectual property assets (the "purchased assets").
3. Liberty's OFS licenses and related transmission and reception equipment (the "licensed assets") were excluded from the transaction.
4. In consideration for the purchased assets, Liberty received an initial purchase price of \$25 million (plus reimbursement for certain construction costs), a promissory note for \$15 million (payable to the extent that Liberty or its marketing affiliate, LIVE, delivers to Freedom a certain number of subscribers), and a 19.9% ownership interest in the Freedom limited liability company.
5. The licensed assets remain entirely owned and controlled by Liberty's successor, Bartholdi Cable Company, Inc.
6. Liberty and Freedom also entered into a transmission services agreement pursuant to which Liberty, acting as a private carrier, provides Freedom with microwave transmission capacity, and Freedom pays Liberty a monthly fee.
7. Pursuant to the express terms of this transmission agreement, Liberty continues to own and control the FCC authorizations needed to provide the transmission services and continues to own and operate the necessary network transmission and reception equipment.
8. Since the closing of the transaction between Liberty and Freedom, Liberty has at all times maintained exclusive ownership and control of its licensed microwave operations.
9. Prior to consummation of the transaction with Freedom, Liberty personnel initiated the planning and design process for the microwave paths covered by the eight applications filed by Freedom on April 11, 1996.
10. Since the filing of those eight applications on April 11, 1996, Liberty's FCC licensing counsel has had no involvement with any FCC license applications (or related submissions) submitted on behalf of Freedom.

- 2 -

11. Currently, Liberty's business is limited to the provision of microwave transmission services using its existing network. Liberty does not anticipate expanding this operation. Since consummation of the Liberty/Freedom transaction, the only FCC filings made by Liberty pertain to service activation of paths for which applications previously have been filed.

12. Liberty retains certain personnel, on a contract basis, for the routine performance of various technical and maintenance services in connection with its network.

13. These personnel are closely supervised by, and required to report to, senior Liberty management officials, who remain at all times ultimately responsible for the operations of Liberty's OFS facilities.

14. In my capacity as President of Liberty, I oversee the FCC licensing process.

15. John Tenety, Vice President Operations, Milford Management (an affiliate of Liberty) oversees Liberty's construction and operation activities on a day-to-day basis.

Executed on May 7, 1996



Peter O. Price

President

BARTHOLDI CABLE COMPANY, INC.

f/k/a Liberty Cable Company, Inc.

575 Madison Avenue

New York, New York 10022